

McDowell, Ralph

From: McDowell, Ralph
Sent: Friday, December 08, 2006 2:24 PM
To: 'Maureen Burton'
Cc: 'Robert Evans'; 'Richard Allen'
Subject: RE: Freudenberg / Delphi

I have not heard anything.

Ralph E. McDowell
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From: Maureen Burton [mailto:mmb@fngp.com]
Sent: Friday, December 08, 2006 1:59 PM
To: McDowell, Ralph
Cc: Robert Evans; Richard Allen
Subject: RE: Freudenberg / Delphi

Ralph,
Have you seen anything back from Delphi yet on this? I will pursue as soon as I have the go ahead. Thanks.
Maureen

"McDowell, Ralph"
<RMCDOWELL@BODMANLLP.COM>

To "Reese, Randall" <RAREESE@skadden.com>
cc "Elissa, Yousef" <yousef.elissa@delphi.com>, "Dykla, Kimberlee A" <kimberlee.a.dykla@delphi.com>, "Maureen Burton" <mmb@fngp.com>.

12/8/2006

12/06/2006 12:49 PM

"Richard Allen" <rea@fngp.com>, "Ralf Krieger" <rk@fngp.com>, "Robert
Evans" <rge@fngp.com>
Subject RE: Freudenberg / Delphi

Randy -- I understand that our clients are proceeding with the letter without the Georgia tools. Attached for your review and approval is a letter covering the Georgia tools if you agree that the lien statute below applies. Thanks.

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From: McDowell, Ralph
Sent: Wednesday, December 06, 2006 9:31 AM
To: 'Reese, Randall'
Cc: 'Elissa, Yousef'; 'Dykla, Kimberlee A'; 'Maureen Burton'; 'Richard Allen'; 'Ralf Krieger'; 'Robert Evans'
Subject: RE: Freudenberg / Delphi

Randy -- I understand from my client that Kim intends to remove the two Georgia tools and approx. \$19,000 from the letter and sign it today (apparently, the lien review committee is meeting today). If this gets FNOK the \$332,851 paid this week, that is acceptable to expedite the uncontested portion of the tooling claims and leave open the issue on the Georgia tools. But, below is the Georgia statute that gives manufacturers of personal property a lien on those items manufactured. I see no reason why this does not apply to our situation. If the letter as agreed upon can be signed today and the entire amount funded, that would be great. If Delphi needs more time on the Georgia issue, we request that the uncontested portion of this matter not be held up any longer. Thanks.

44-14-363.

(a) All mechanics of every sort shall have a special lien on personal property for work done and material furnished in manufacturing or repairing the personal property and for storage of the personal property after its manufacture or repair, which storage begins accruing after 30 days' written notice to the owner of the fact that storage is accruing and of the daily dollar amount thereof; and said notice shall be mailed to the owner by certified mail or statutory overnight delivery addressed to the owner at his last known address. Such special liens may be asserted by the retention of the personal property or the mechanic may surrender the personal property and give credit when the lien is enforced in accordance with Code Section 44-14-550; and if such special liens are asserted by retention of the personal property, the mechanic shall not be required to surrender the property to the holder of a subordinate security interest or lien. Such liens shall be superior to all liens except liens for taxes and, except as provided in subsection (2) of Code Section 11-9-310, such other liens as the mechanic may have had actual notice of before the work was done or material furnished.

(b) The maximum amount of storage that may be charged shall be \$1.00 per day. Nothing contained in this Code section shall allow a fee for storage to be charged on any item with a fair market value in excess of \$200.00. Storage charges pursuant to this Code section shall not apply to motor vehicles now or hereafter covered by Chapter 3 of Title 40 nor shall the storage fee be charged if there is a bona fide dispute between the customer and the mechanic as to the manner of repair or the charges for repair.

(c)(1) When possession of the property is surrendered to the debtor, the mechanic shall record his claim of lien within 90 days after the work is done and the material is furnished or, in the case of repairs made on or to aircraft or farm machinery, within 180 days after the work is done and the material is furnished. The claim of lien shall be recorded in the office of the clerk of the superior court of the county where the owner of the property resides. The claim shall be in substance as follows:

'A.B., mechanic, claims a lien on _____ (here describe the property) of C.B., for work done, material furnished, and storage accruing (as the case may be) in manufacturing, repairing, and storing (as the case may be) the same.'

(2) If possession of the personal property subject to a special lien as provided in this Code section is surrendered to the debtor and if such special lien is not preserved by recording the claim of lien as provided in paragraph (1) of this subsection, the mechanic acquires a special lien on other personal property belonging to the debtor which comes into the possession of the mechanic, except that this sentence shall not apply to consumer goods which are being used by a consumer for personal, family, or household purposes or which have been bought by a consumer for use for personal, family, or household purposes. The special lien created by this paragraph shall be subject to the provisions of this Code section as to foreclosure and recording.

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From: McDowell, Ralph
Sent: Tuesday, December 05, 2006 4:37 PM
To: 'Reese, Randall'
Cc: 'Elissa, Yousef'; 'Dykla, Kimberlee A'; 'Maureen Burton'; 'Richard Allen'; 'Ralf Krieger'; 'Robert Evans'
Subject: RE: Freudenberg / Delphi

Randy --- Kim Kykla advised FNOK that this cannot be signed at this time, apparently because Delphi has not yet confirmed that tools held by FNOK in Georgia (approx. \$19,000 of total due) are subject to a statutory or possessory lien. Is this true? If so, when can we expect confirmation? If is going to take longer than a day, we request that we execute the letter as to the other amounts and tools and leave the Georgia tools to address separately. Please advise.

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From: McDowell, Ralph

12/8/2006

Sent: Wednesday, November 29, 2006 3:14 PM

To: 'Reese, Randall'

Cc: 'Elissa, Yousef'; 'Dykla, Kimberlee A'; 'Maureen Burton'; 'Richard Allen'; 'Ralf Krieger'; 'Robert Evans'

Subject: RE: Freudenberg / Delphi

Randy -- Based on our discussion today, I understand that these changes are acceptable. I will ask FNOK to sign the letter. Please advise of next steps for having this executed by Delphi and the funds paid. Thanks for your help.

Ralph E. McDowell

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From: McDowell, Ralph

Sent: Monday, November 27, 2006 11:06 AM

To: 'Reese, Randall'

Cc: 'Elissa, Yousef'; 'Dykla, Kimberlee A'

Subject: RE: Freudenberg / Delphi

Randy -- Attached are clean and redlined versions of the letter with the changes we discussed last week. This remains subject to review and approval by FNOK. Please advise if these changes are acceptable.

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From: Reese, Randall [mailto:RAREESE@skadden.com]
Sent: Friday, November 17, 2006 11:13 AM
To: McDowell, Ralph
Cc: Elissa, Yousef ; Dykla, Kimberlee A
Subject: RE: Freudenberg / Delphi

Ralph:

Apologies for the delay in getting back to you. Attached are my initial comments to your client's proposal. Please note that the attached documents remain subject to further Delphi review and revision. I'm happy to discuss with you further at your convenience.

Regards,
Randy

Randall G. Reese

Skadden, Arps, Slate, Meagher & Flom LLP

333 West Wacker Drive

Suite 2100

Chicago, Illinois 60606

(312) 407-0663

(312) 407-8690 (facsimile)

(312) 545-4592 (cellular)

From: McDowell, Ralph [mailto:RMCDOWELL@BODMANLLP.COM]
Sent: Friday, November 17, 2006 6:52 AM
To: Reese, Randall
Cc: rge@fngp.com
Subject: RE: Freudenberg / Delphi

Randy -- Can you please advise as to the status of this matter. Thanks.

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From: McDowell, Ralph
Sent: Thursday, November 09, 2006 1:47 PM
To: 'Reese, Randall'
Cc: 'rge@fngp.com'
Subject: RE: Freudenberg / Delphi

Randy -- I trust all is well with you. As you will recall, the business people at FNGP and Delphi (Kim Dykia) have been working on FNGP's tooling claims. The parties have reconciled the claim amount (FNGP has agreed to accept slightly less than it claims is due). Kim forwarded a letter agreement which was marked and returned to her by FNGP. I am attaching clean and redlined versions of the letter for your review. Most of our comments stems from the fact that we already entered into a trade agreement on February 15, 2006 that governs our relationship. I am not sure if this matter has made its way to you, but I wanted to bring you into the loop because of your knowledge of our previous agreement. Because this process has taken quite a while, we are anxious to resolve it. Please give a call after you have had a chance to review the letter. Thanks.

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12/8/2006

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From: Reese, Randall [mailto:RAREESE@skadden.com]
Sent: Wednesday, May 03, 2006 4:48 PM
To: McDowell, Ralph
Subject: RE: Freudenberg / Delphi

Ralph:

My understanding from my client is that they are continuing to work on reconciling the claims asserted by your client against Delphi's books and records, as well as gathering the facts to determine whether the liens asserted by FNOK are valid under applicable law. With respect to the claims related to PN 22222366 and 22229064 (Jounce Bumpers), I believe that Delphi is hopeful that it will have at least a preliminary answer to FNOK by the end of this week or early next week. With respect to the remaining claims, I understand that there are still problems with the reconciliation and, therefore, Delphi can not yet make a determination.

Regards,
Randy

Randall G. Reese

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(312) 545-4592 (cellular)

From: McDowell, Ralph [mailto:RMCADOWELL@BODMANLLP.COM]
Sent: Tuesday, May 02, 2006 1:36 PM
To: Reese, Randall
Cc: Robert Evans
Subject: RE: Freudenberg / Delphi

Randy-- I have not heard from anyone on this. Can you please advise.

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bodman
ATTORNEYS & ACCOUNTANTS

From: Reese, Randall [mailto:RAREESE@skadden.com]
Sent: Thursday, March 30, 2006 6:50 PM
To: McDowell, Ralph
Subject: RE: Freudenberg / Delphi

Ralph:
I have forwarded your letter to the appropriate individuals for follow-up and consideration of your request. I would expect that you and/or your client will hear from them directly, but to the extent that you do not, obviously please feel free to contact me.

Regards,
Randy

From: Lane, Linda [mailto:LLANE@BODMANLLP.COM] **On Behalf Of** McDowell, Ralph
Sent: Thursday, March 30, 2006 4:05 PM
To: Reese, Randall
Cc: Robert Evans
Subject: Freudenberg / Delphi

12/8/2006

<<FREUD DELPHI REESE LTR.pdf>> <<FREUD DELPHI TOOLING.pdf>>

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Further information about the firm, a list of the Partners and their professional qualifications will be provided upon request.

[attachment "Tooling Lien Settlement Ltr Agmt #2 - GA Only (FNGP 12-6-06).doc" deleted by
Maureen Burton/Plym/North/FNGP]